

**ULTIMATE**

**SPIDER-MAN<sup>®</sup>**

ISSUE

**12**

BATTLE ROYAL

BENDIS  
BAGLEY  
THIBERT

**MARVEL<sup>®</sup>**

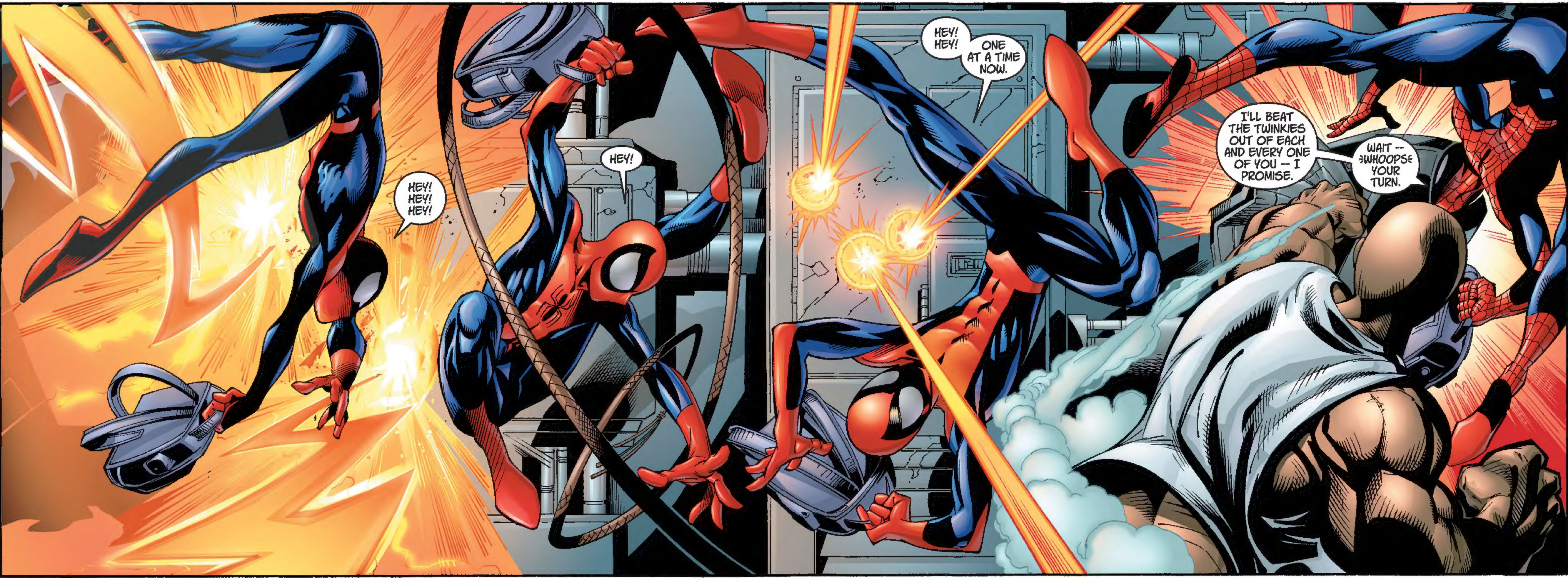
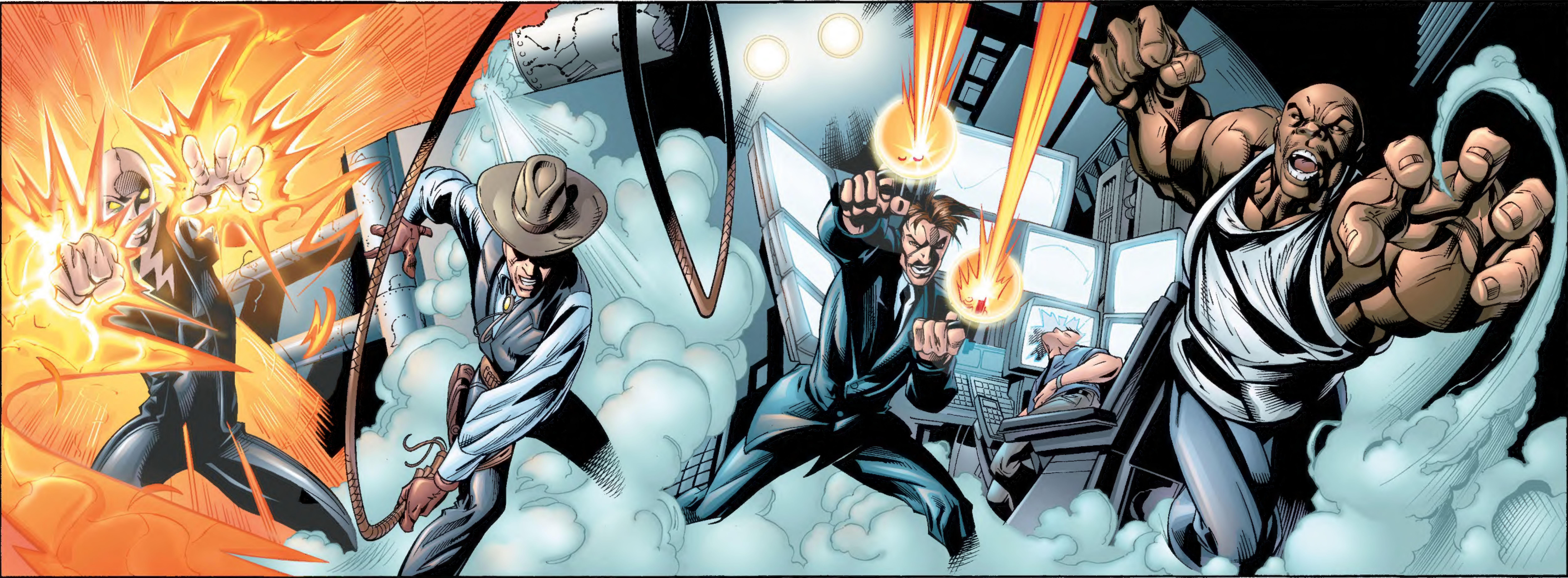




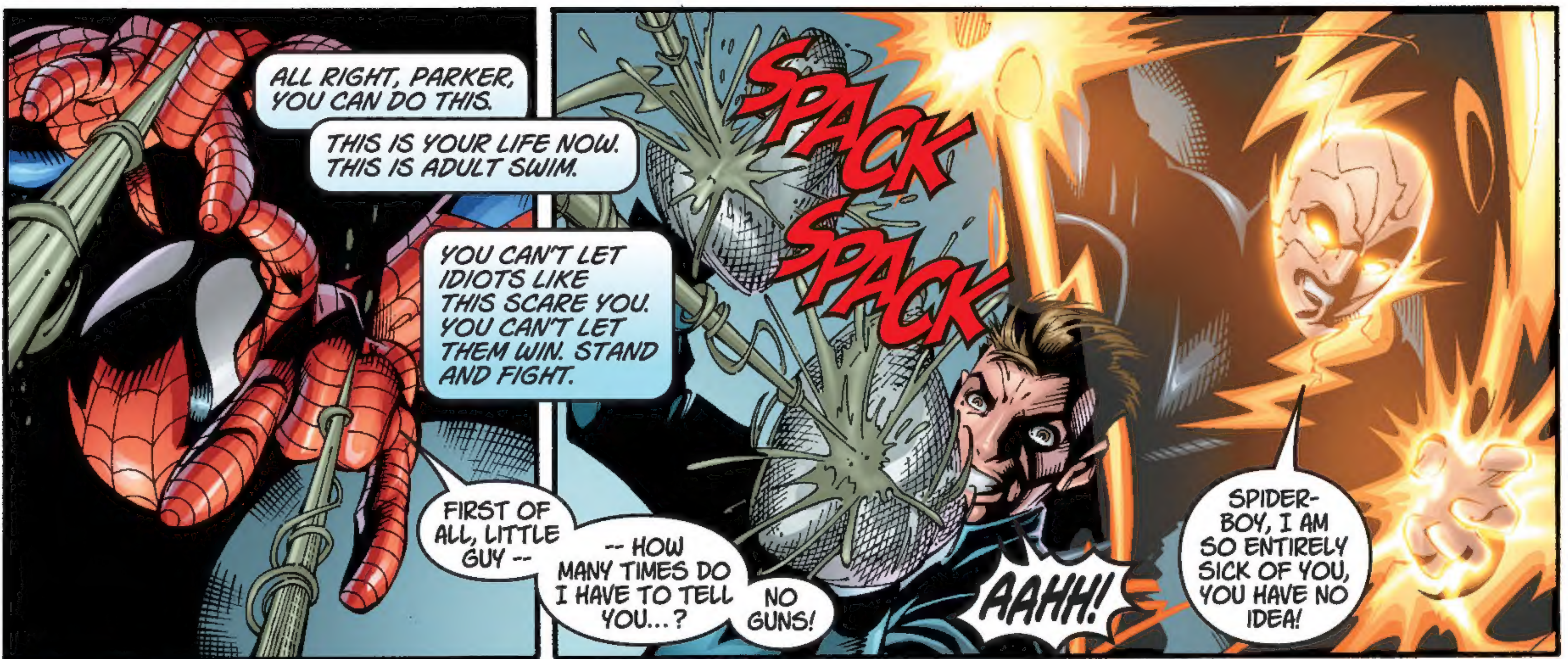
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ALL RIGHT, PARKER,  
YOU CAN DO THIS.

THIS IS YOUR LIFE NOW.  
THIS IS ADULT SWIM.

YOU CAN'T LET  
IDIOTS LIKE  
THIS SCARE YOU.  
YOU CAN'T LET  
THEM WIN. STAND  
AND FIGHT.

FIRST OF  
ALL, LITTLE  
GUY --

-- HOW  
MANY TIMES DO  
I HAVE TO TELL  
YOU...?

NO  
GUNS!

**SPACK  
SPACK**

**AAHH!**

SPIDER-  
BOY, I AM  
SO ENTIRELY  
SICK OF YOU,  
YOU HAVE NO  
IDEA!



**ZZAKKKKRR**

YOU GOT MORE GOING  
ON THAN THESE GUYS.

YOU'RE SMARTER  
THAN ALL OF THEM  
PUT TOGETHER.

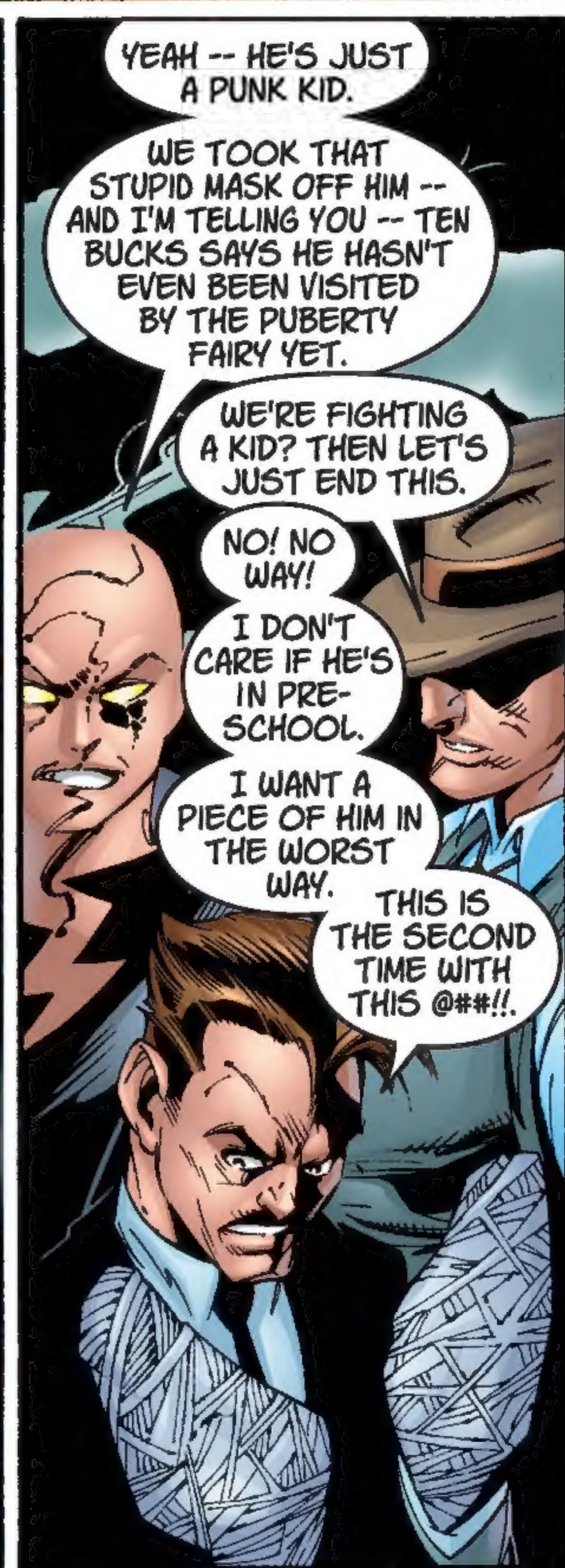
YOU CAN  
DO THIS.



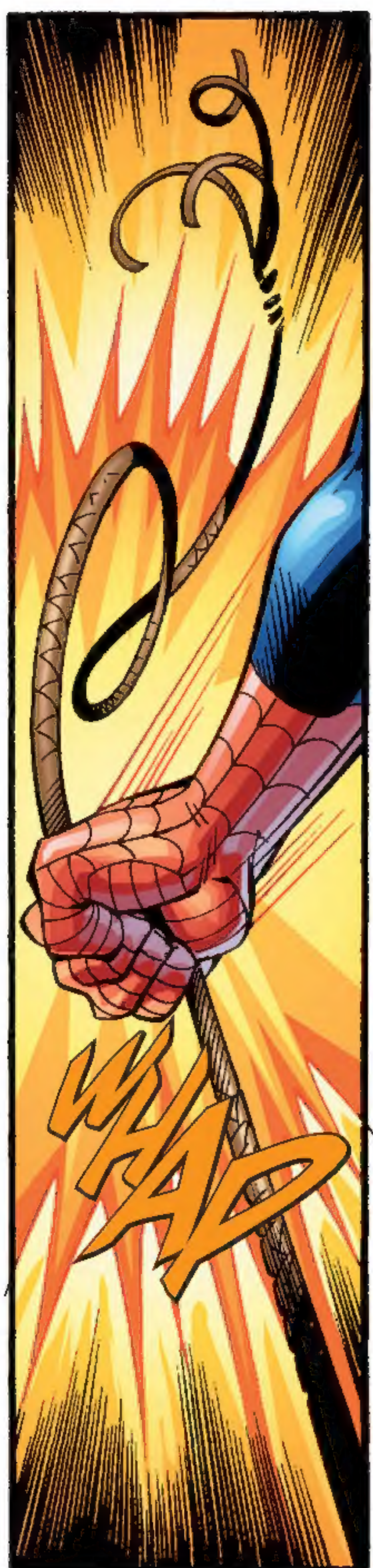
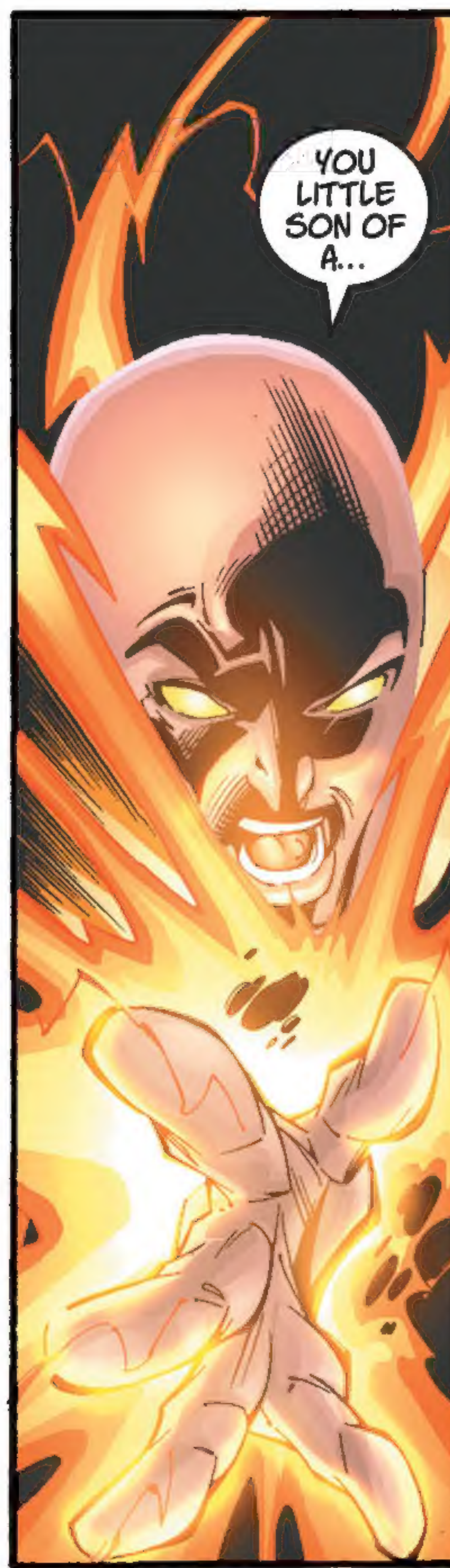
JUST KEEP ONE STEP  
AHEAD OF THEM AND...



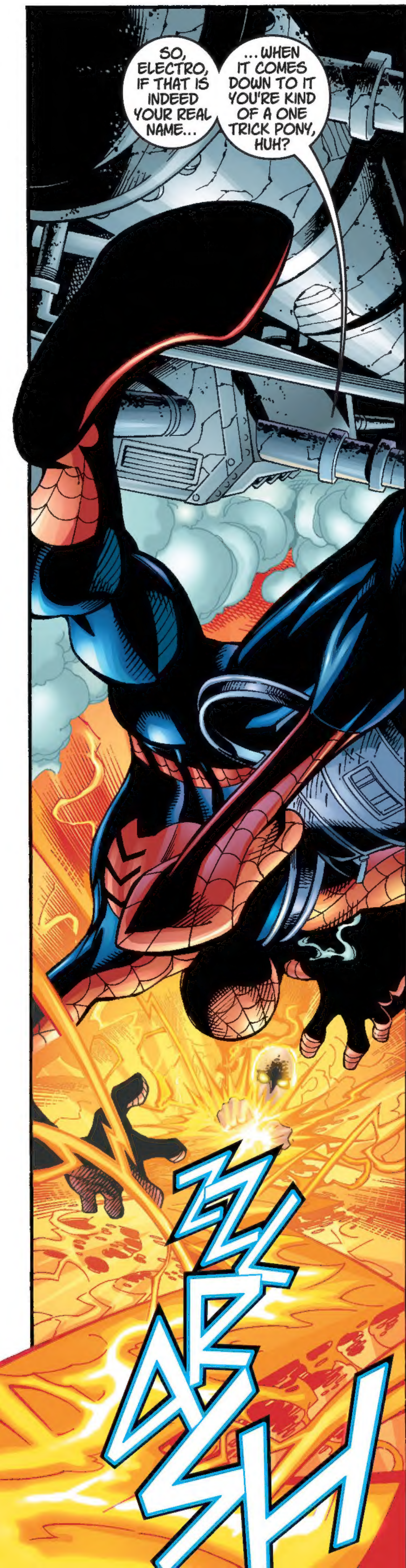




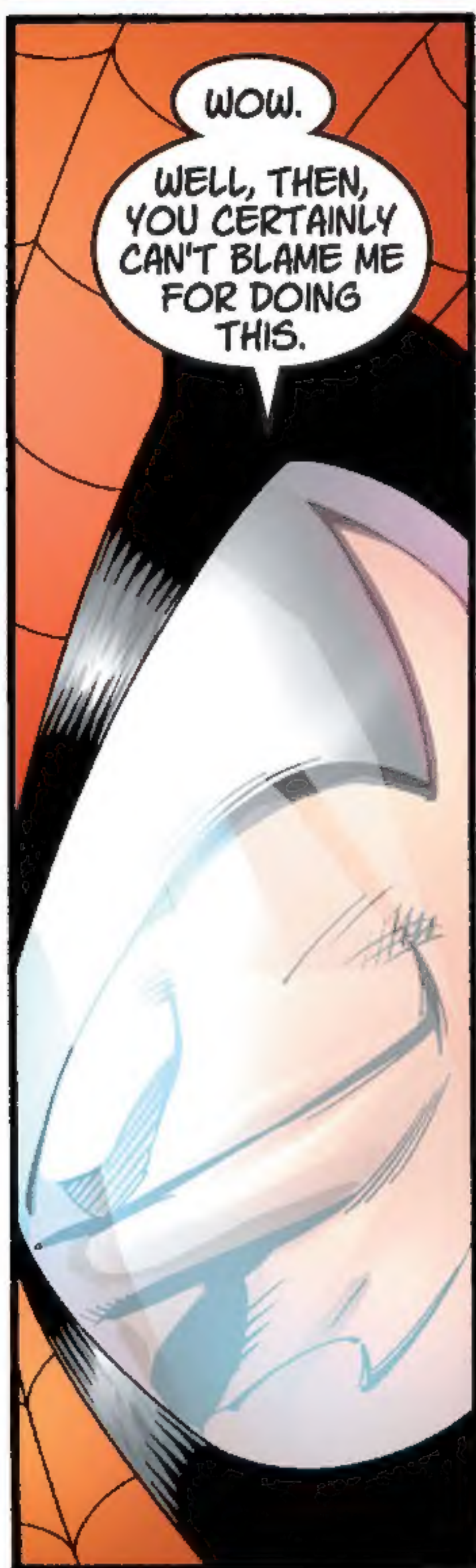
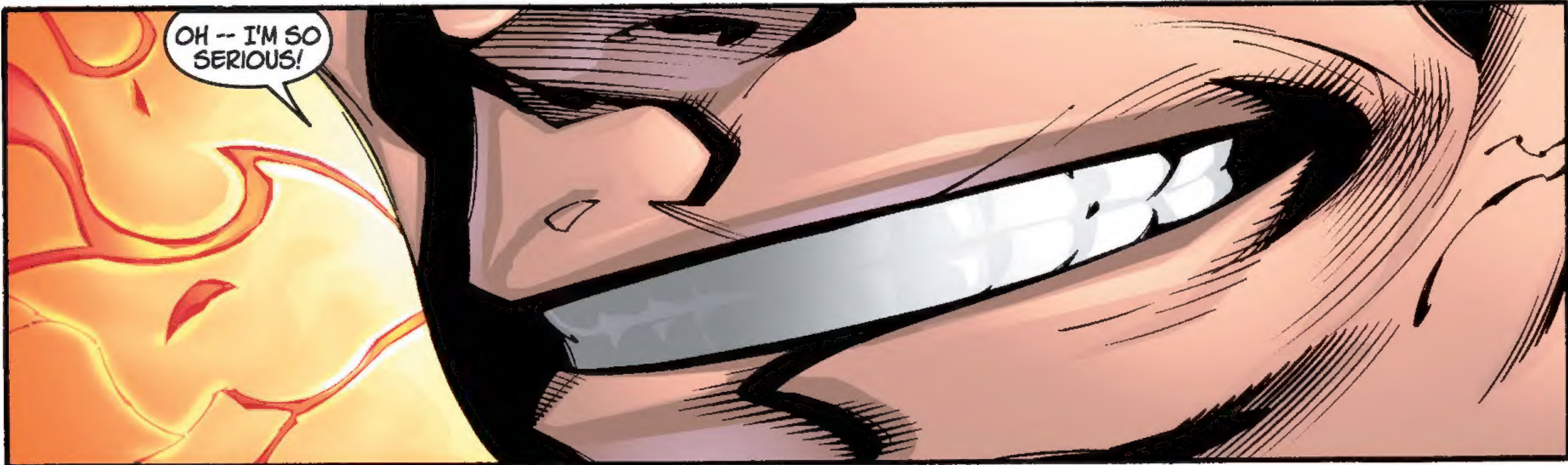




















I -- I WON. WOW. HOW ABOUT DEM APPLES.



HEY, BIG GUY!

YOU STILL WITH US?

UGGH -- I DON'T FEEL WELL.

WELL, YOU LOOK TERRIBLE IF THAT MAKES YOU FEEL BETTER.

LISTEN. YOU GOT A FAMILY? YOU GOT KIDS? A MOM?

MMFF -- I LOVE MY MOM.



WELL, IF YOU DO -- THEN YOU LISTEN.

IT'S OVER FOR THE KINGPIN. OH! VER!

YOU WANT TO DO THE RIGHT THING FOR ONCE IN YOUR LIFE?

MARCH YOUR INCREDIBLY STUPID BUTT RIGHT TO THE COPS, FBI OR WHATEVER --

-- AND YOU CONFESS.

YOU TELL THEM EVERYTHING.

BECAUSE HE'S GOING BYE-BYE EITHER WAY.

Y-YEAH -- OK.



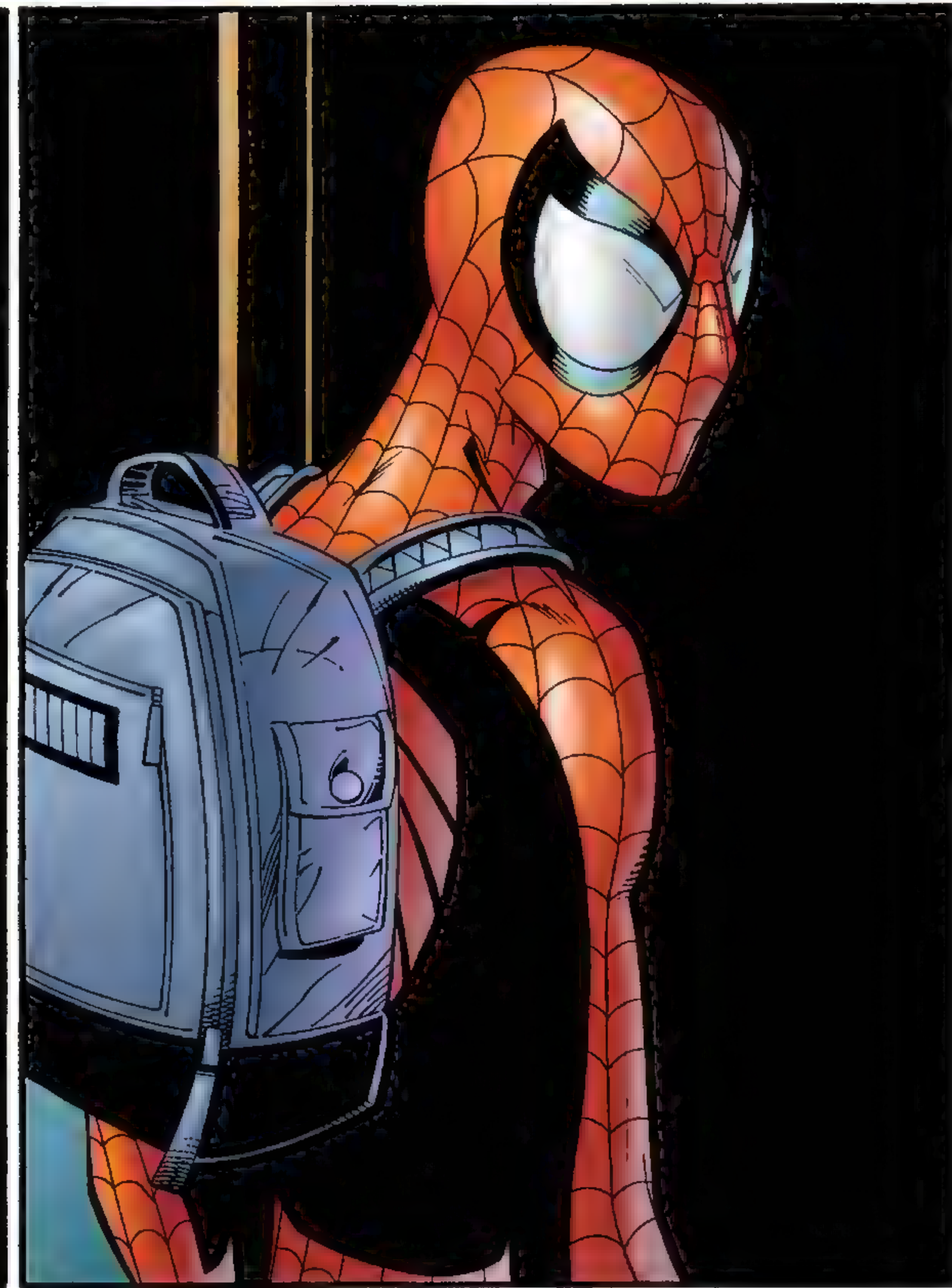
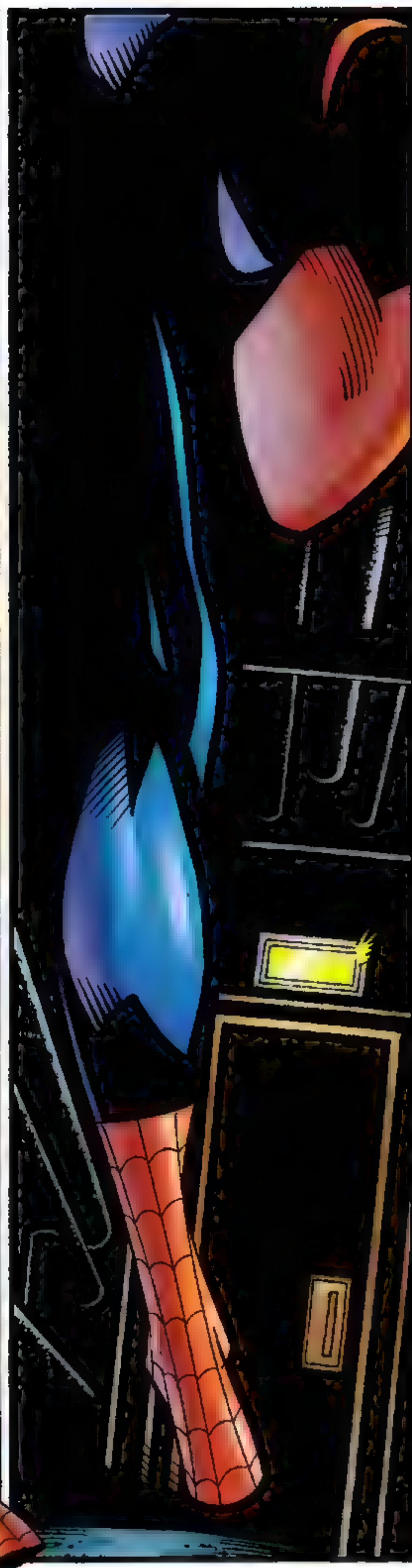


I -- I DID IT. I WON.

I HAVE THE DISCS. I  
STOOD MY GROUND.

I WON.

HOW ENTIRELY  
COOL AM I?







WHO  
ARE YOU  
WORKING  
FOR?

YOU'RE  
RIGHT.

YOU  
DON'T KNOW  
ME. YOU DON'T  
KNOW WHY I'M  
DOING THIS.

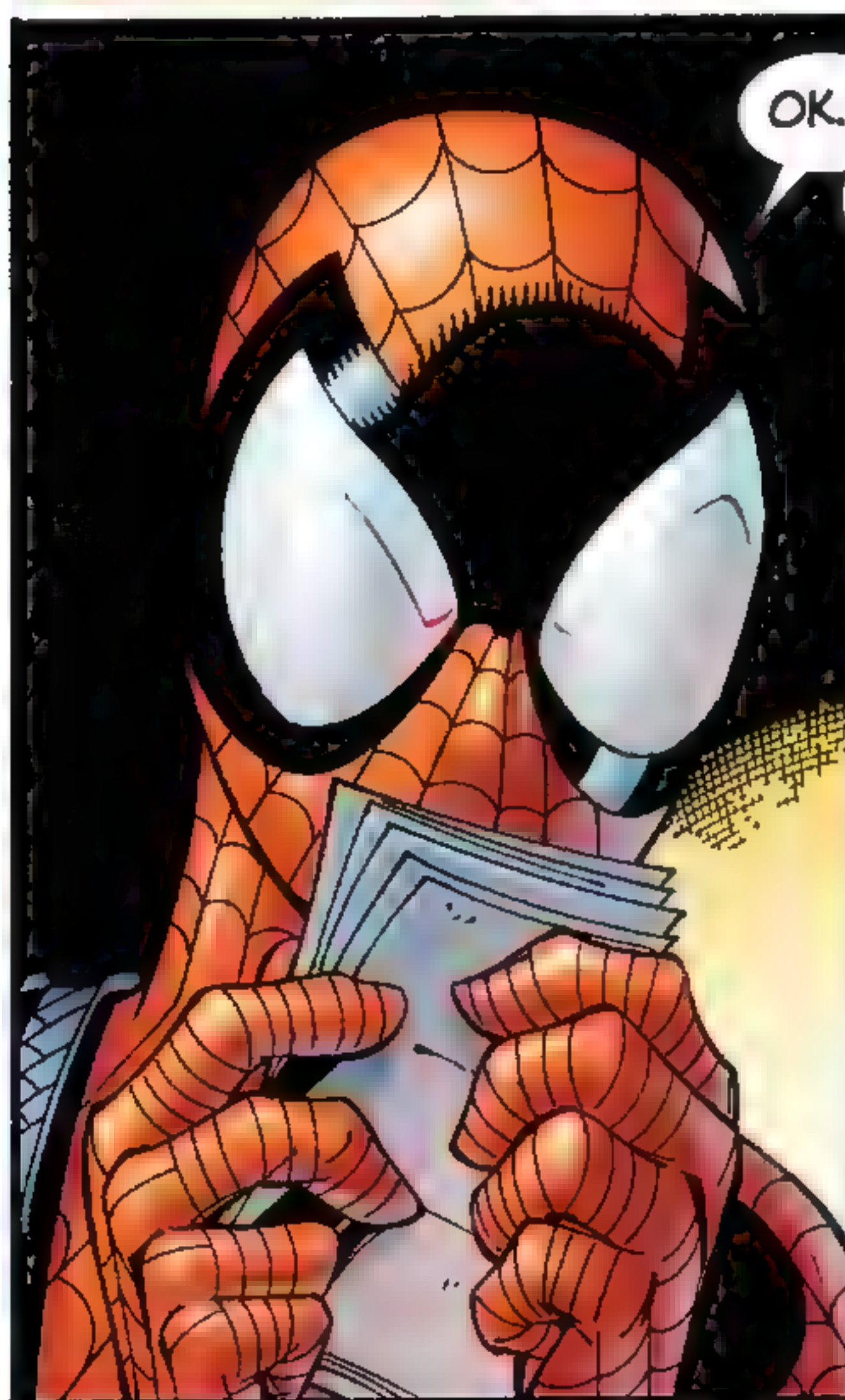
AND I  
PROMISED MYSELF  
THAT IF I EVER HAD A  
MOMENT FACE-TO-FACE  
WITH YOU AGAIN...  
THAT I WOULD  
TELL YOU.



THERE ARE ALL KINDS OF  
THINGS I WANTED TO SAY  
TO YOU AND I WAS AFRAID  
I WAS GOING TO FORGET  
TO SAY THEM...

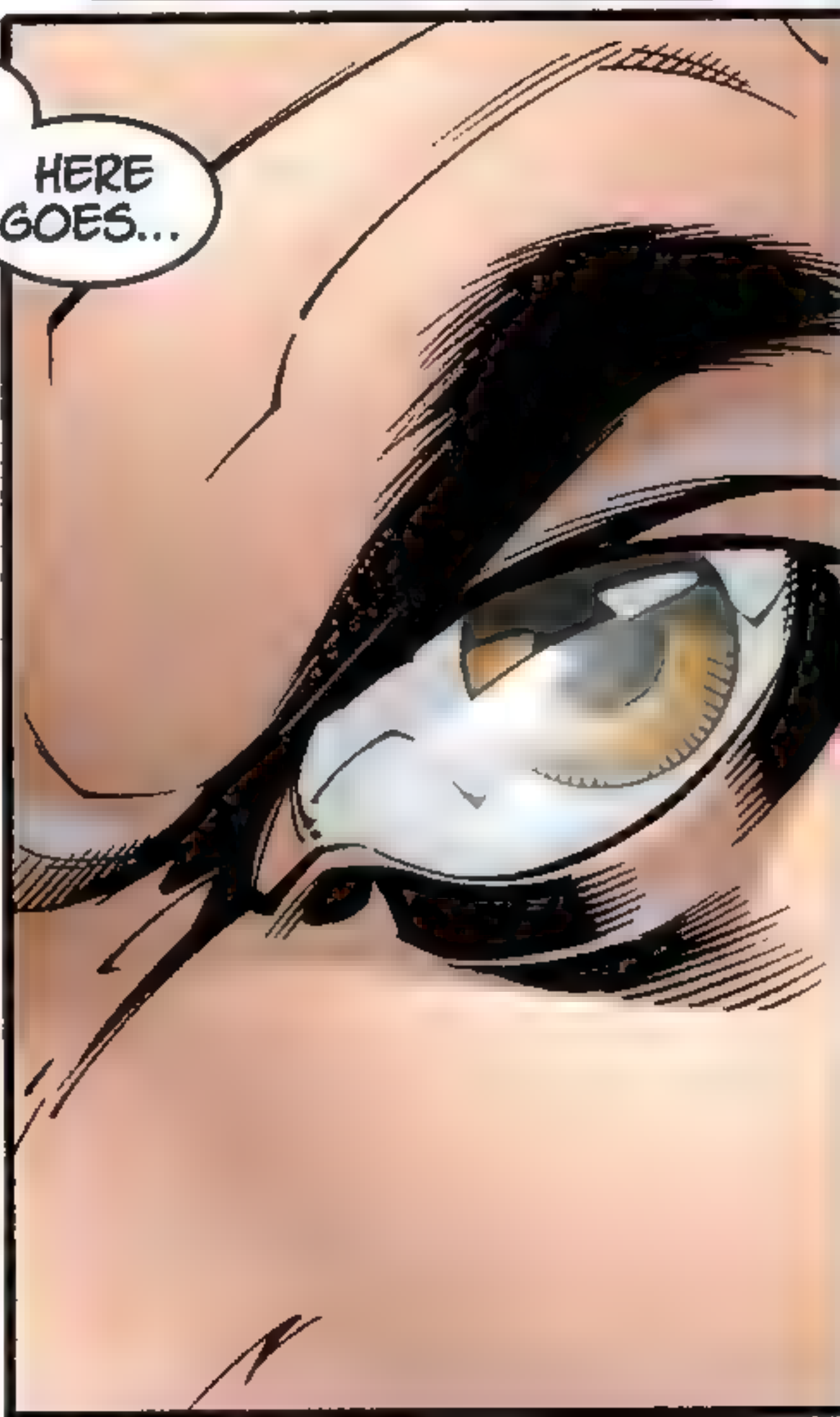


... AND I REALLY  
WANTED TO REMEMBER  
TO TELL YOU THESE  
THINGS BECAUSE THEY ARE  
REALLY IMPORTANT TO ME.

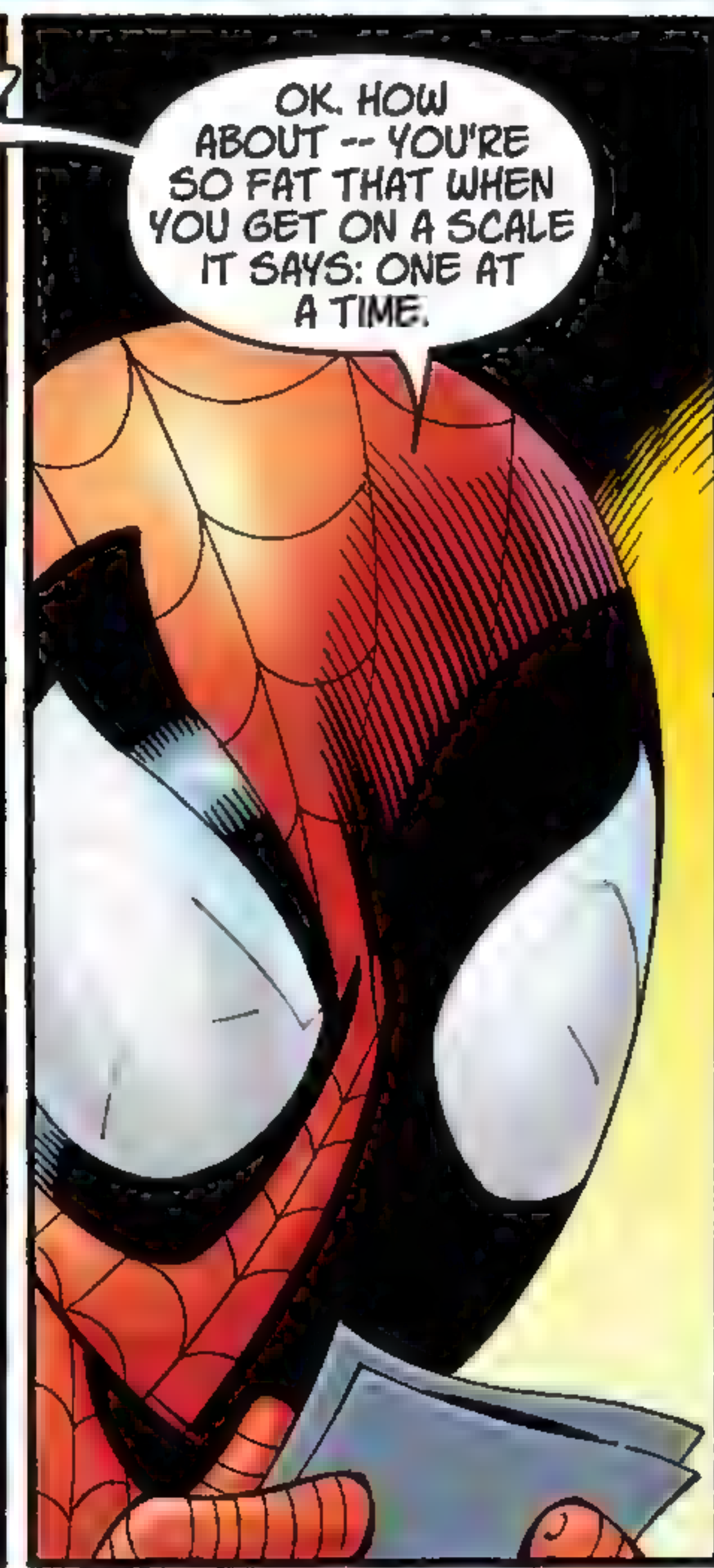
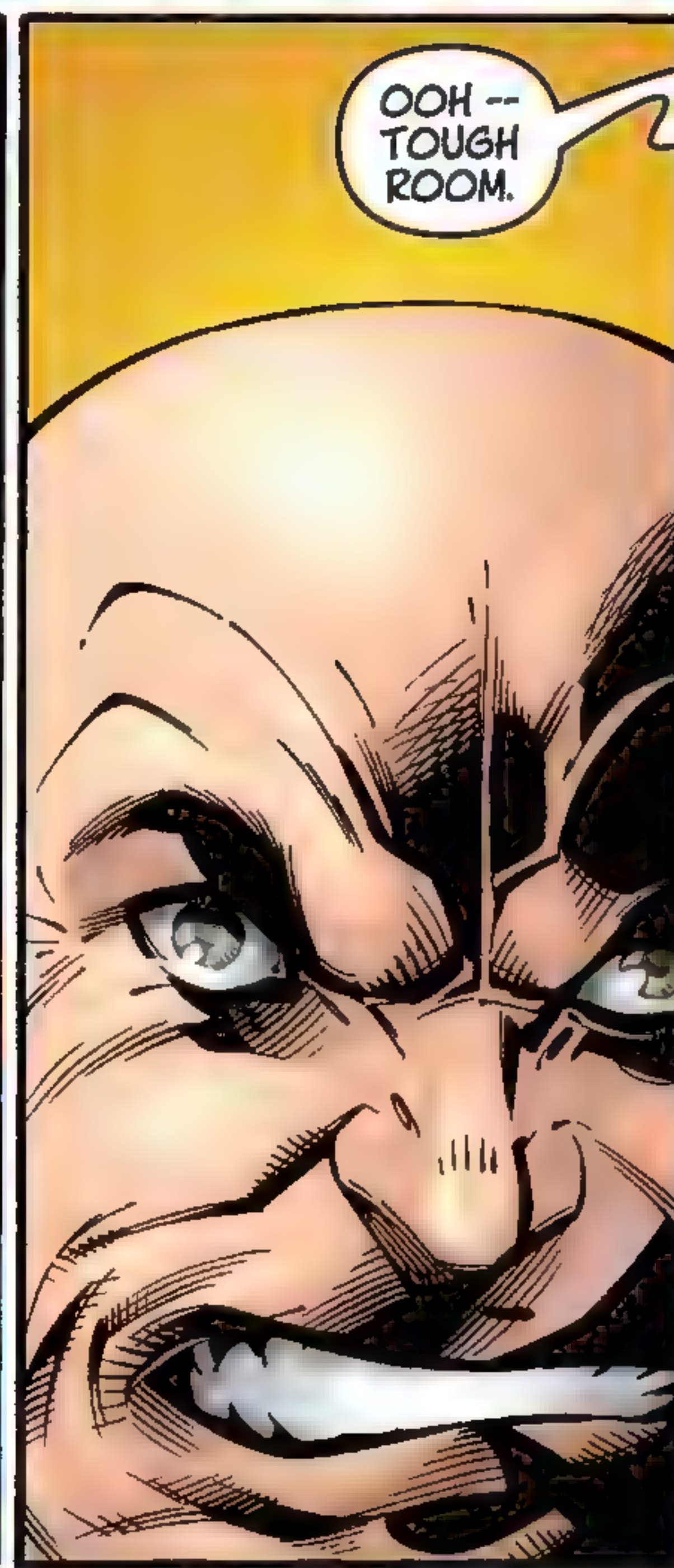
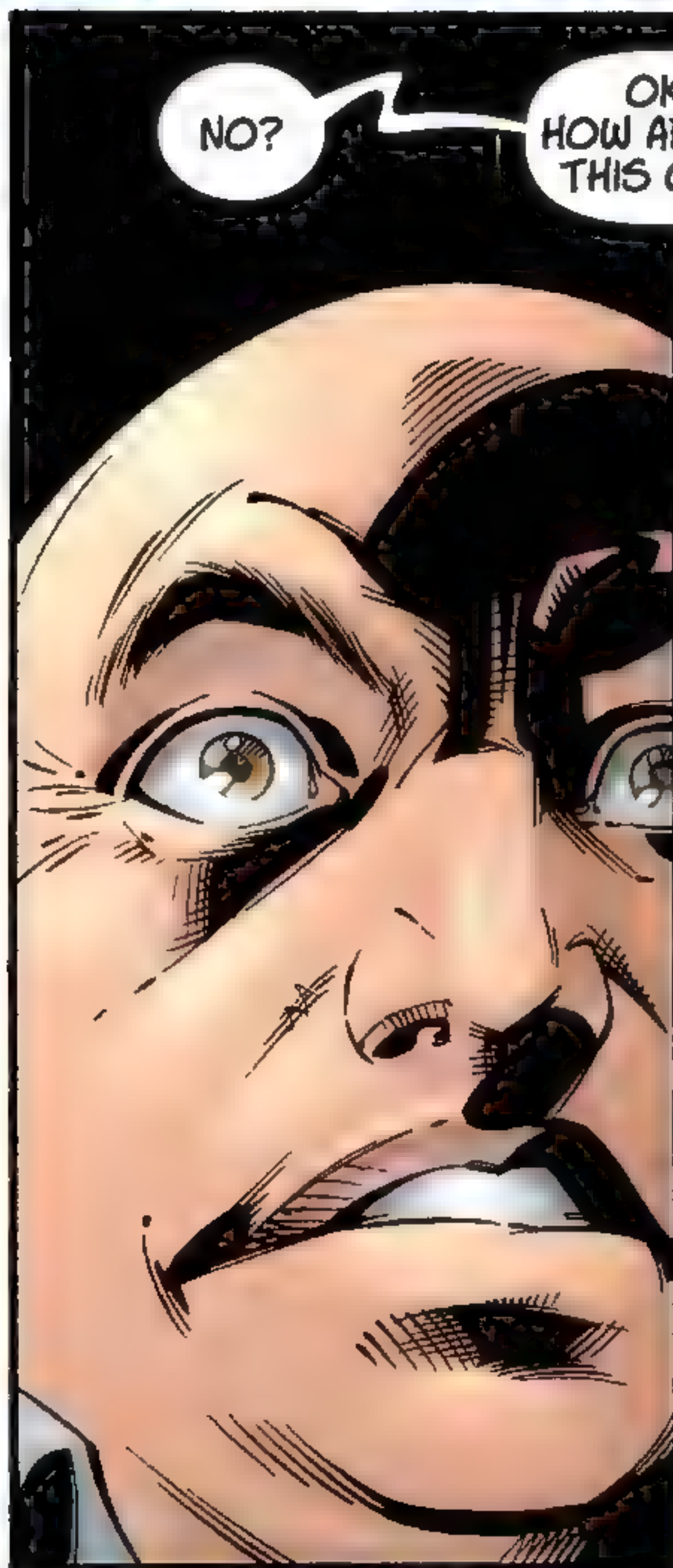


OK...

HERE  
GOES...











YOU  
SON OF  
A --!

WAIT -- WAIT --  
HOW ABOUT THIS  
ONE... YOUR BELLY  
BUTTON MAKES  
AN ECHO.  
IF YOU  
WERE A TRUCK  
YOU WOULD HAVE  
A WIDE LOAD  
SIGN.  
WHEN YOU  
BACK UP WE CAN  
HEAR A BEEPING  
SOUND.



HYAAAGH!

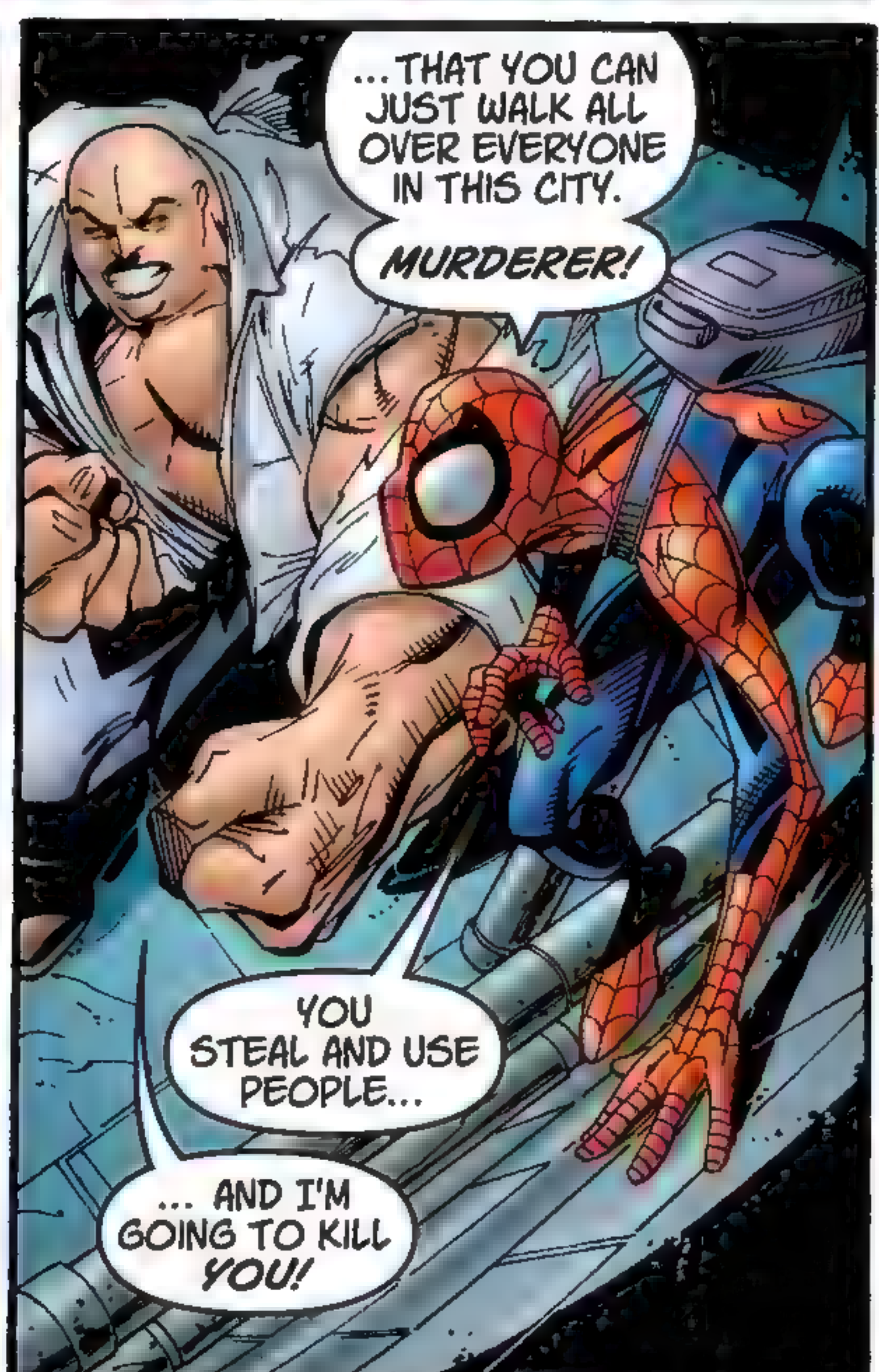
CRUNCH



WELL, HOW  
ABOUT...  
...YOU  
ARE SUCH AN  
ARROGANT EVIL  
GUY THAT YOU  
THINK...



WASTING  
MY TIME!  
RRAAGGH!  
OOF!



... THAT YOU CAN  
JUST WALK ALL  
OVER EVERYONE  
IN THIS CITY.  
MURDERER!

YOU  
STEAL AND USE  
PEOPLE...  
... AND I'M  
GOING TO KILL  
YOU!

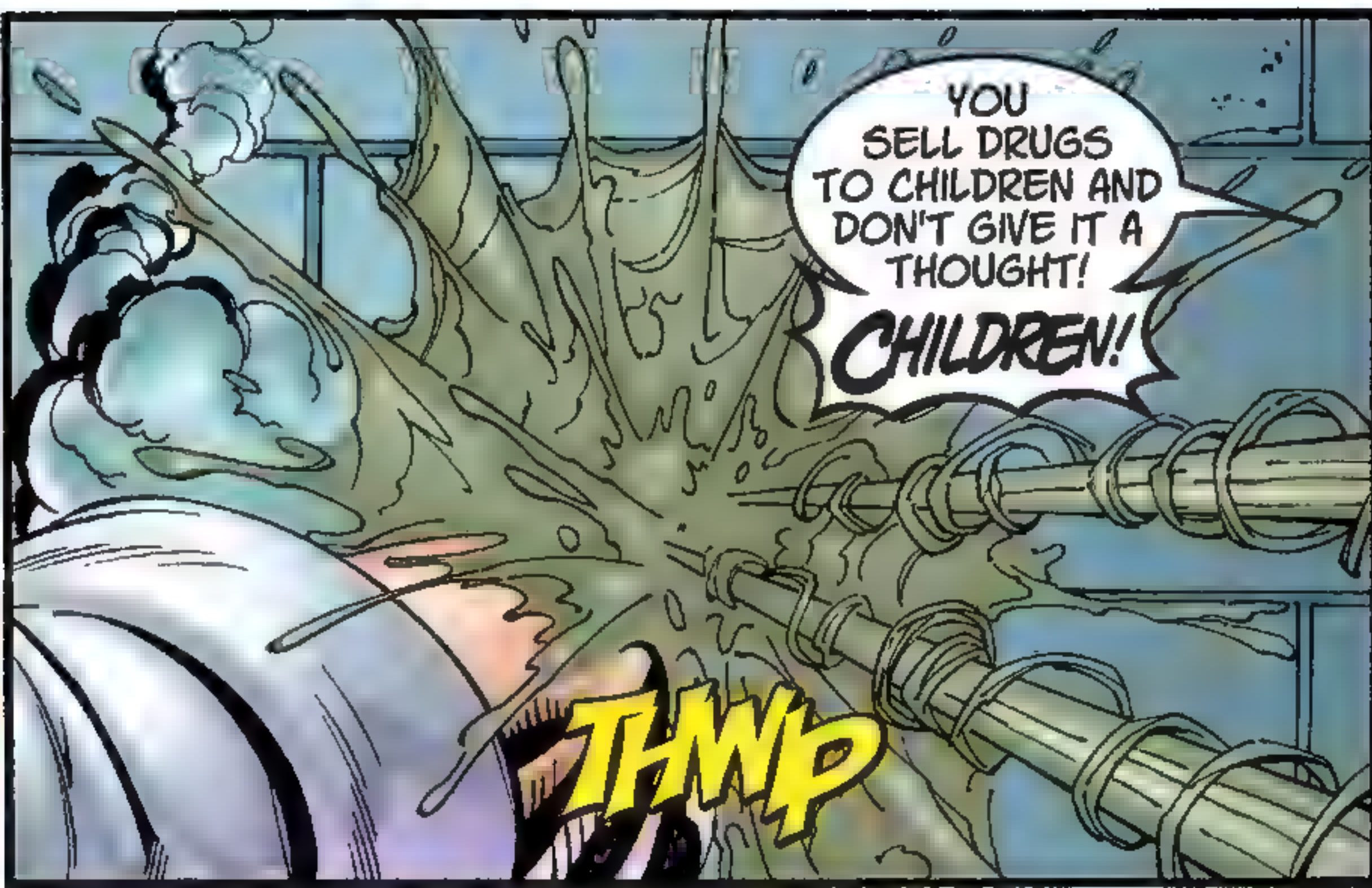




YEAH-  
YEAH!

BLAH-  
BLAH!

GYAAGH!



YOU  
SELL DRUGS  
TO CHILDREN AND  
DON'T GIVE IT A  
THOUGHT!  
**CHILDREN!**

**THWIP**



GYAAGGH!

**SPACK**



**THWIP**



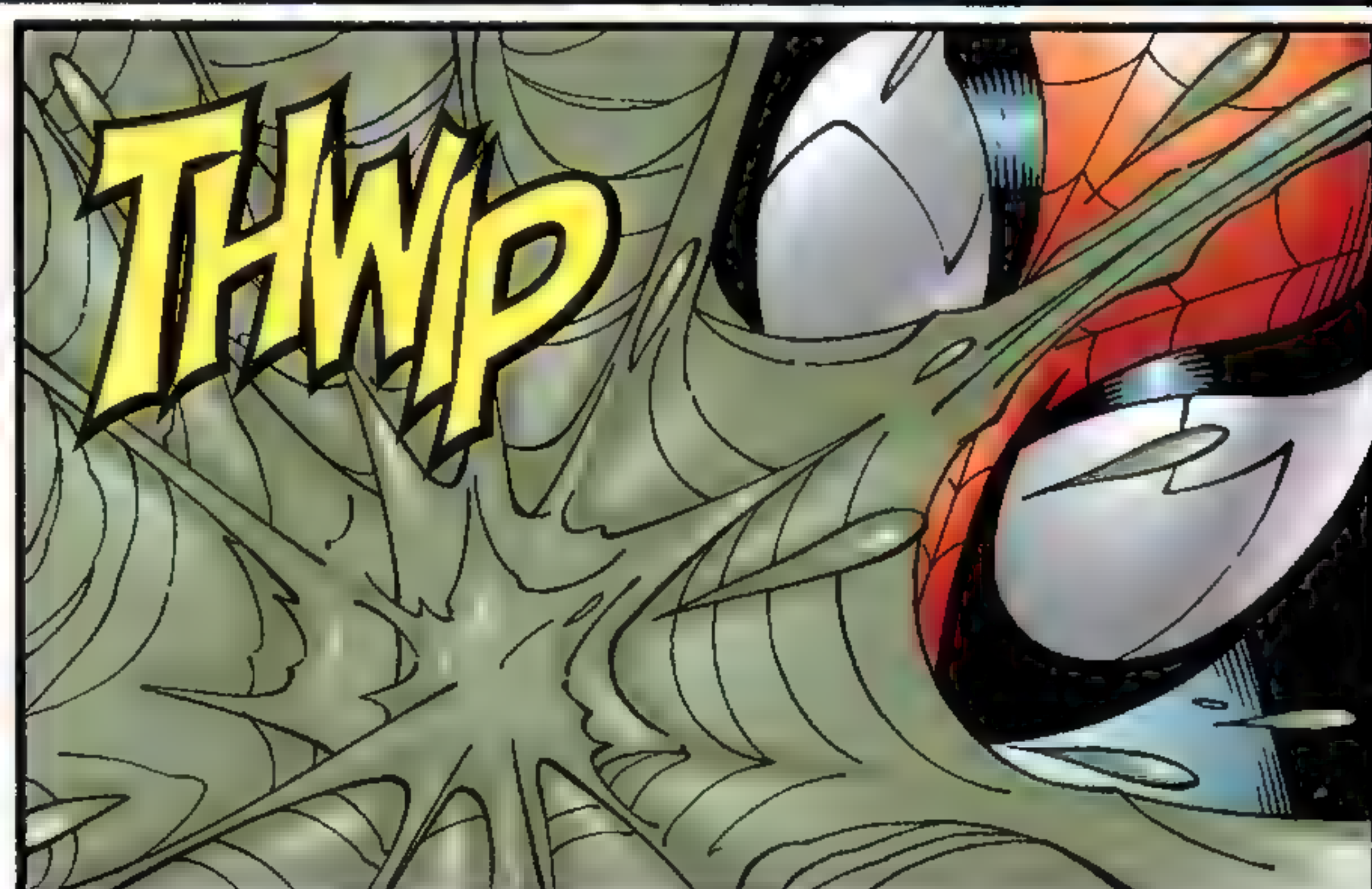
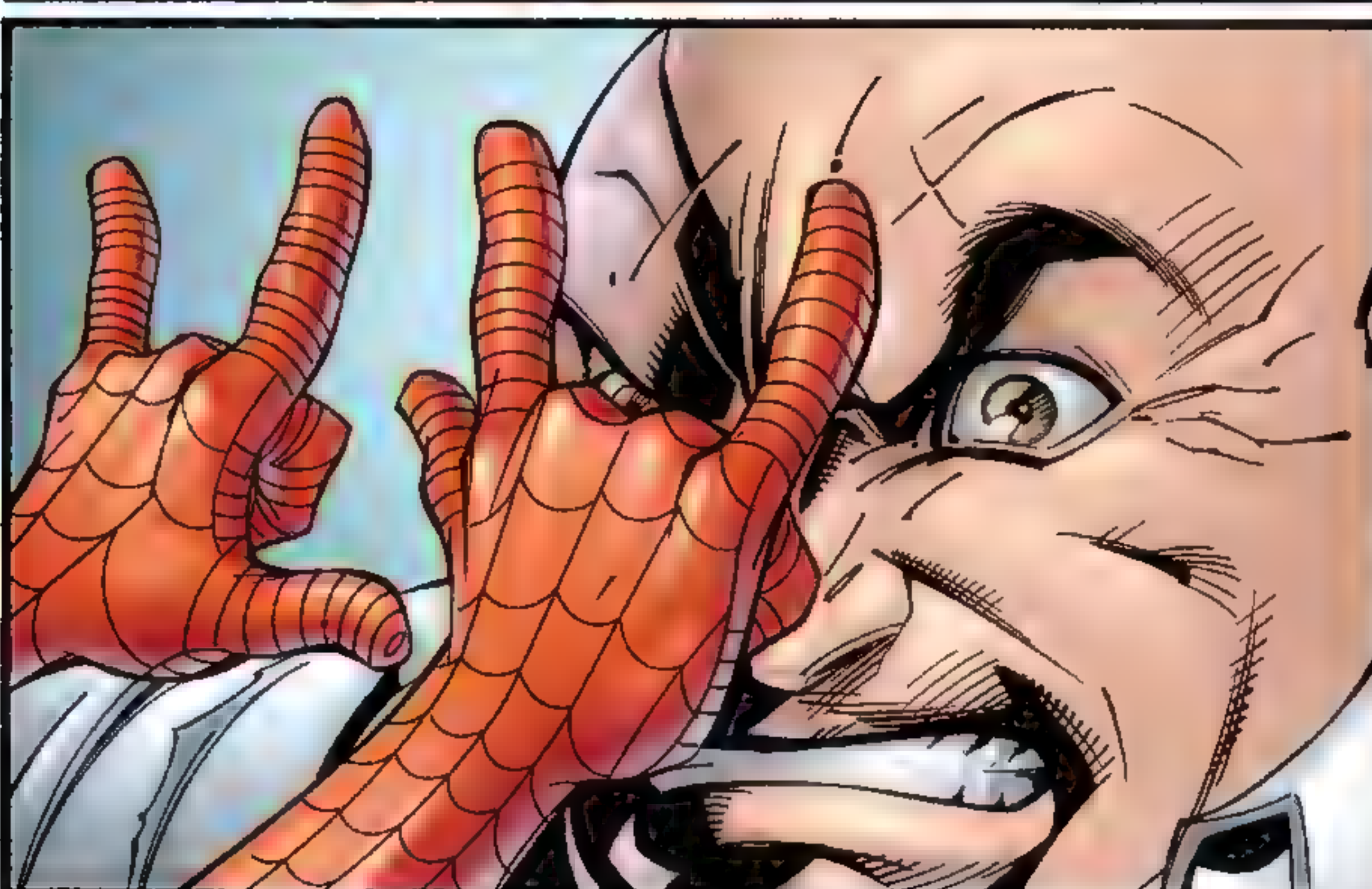
BUT  
HERE'S THE  
THING.

YOU!  
YOU ARE  
A DEAD  
MAN!

AS MUCH AS  
I HATE YOU --  
AS MUCH AS YOU  
MAKE MY SKIN  
CRAWL...

I DIDN'T  
COME HERE  
TO FIGHT  
YOU.

ANY  
IDIOT CAN  
DO THAT.



**THWIP**



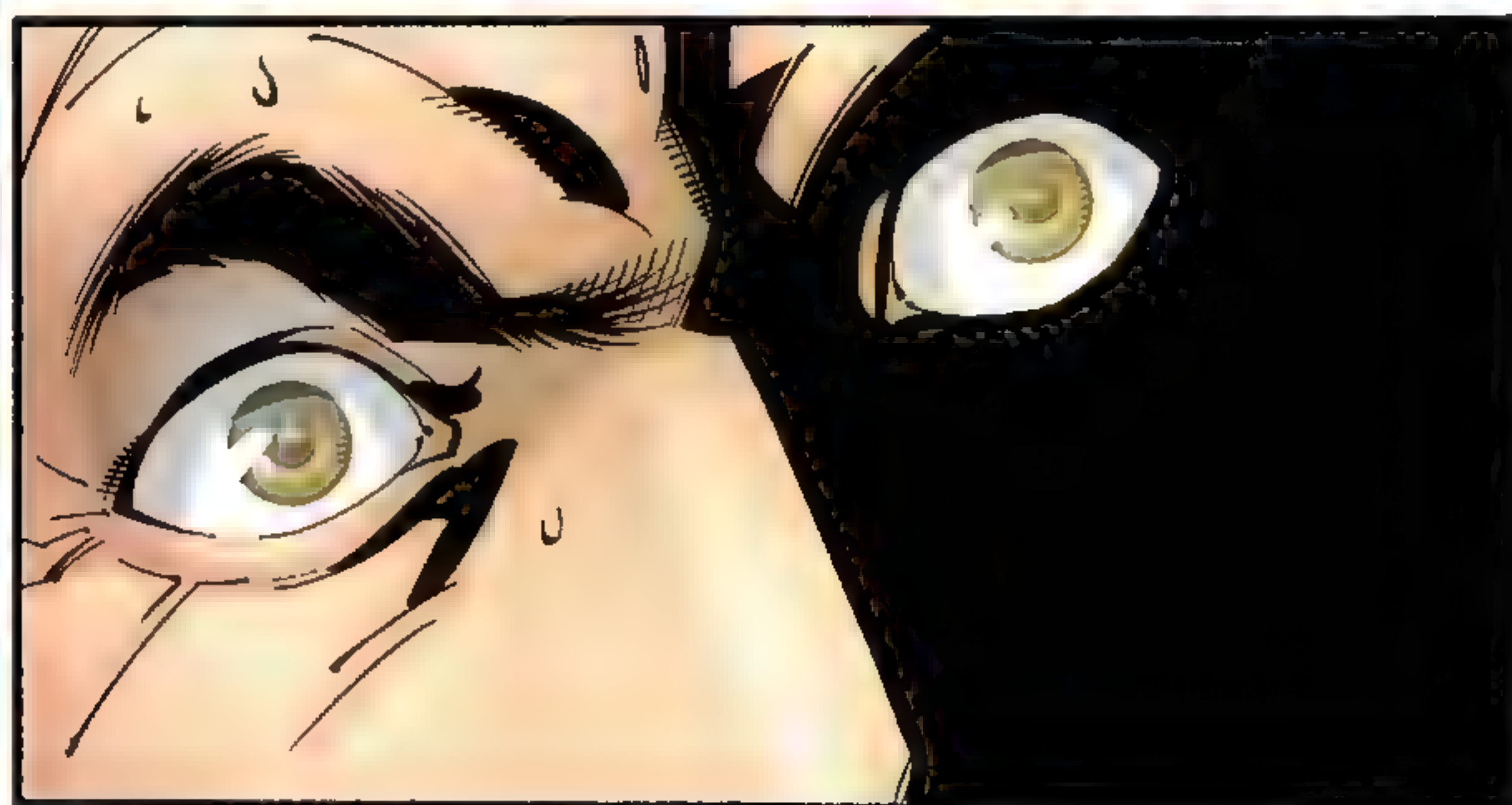
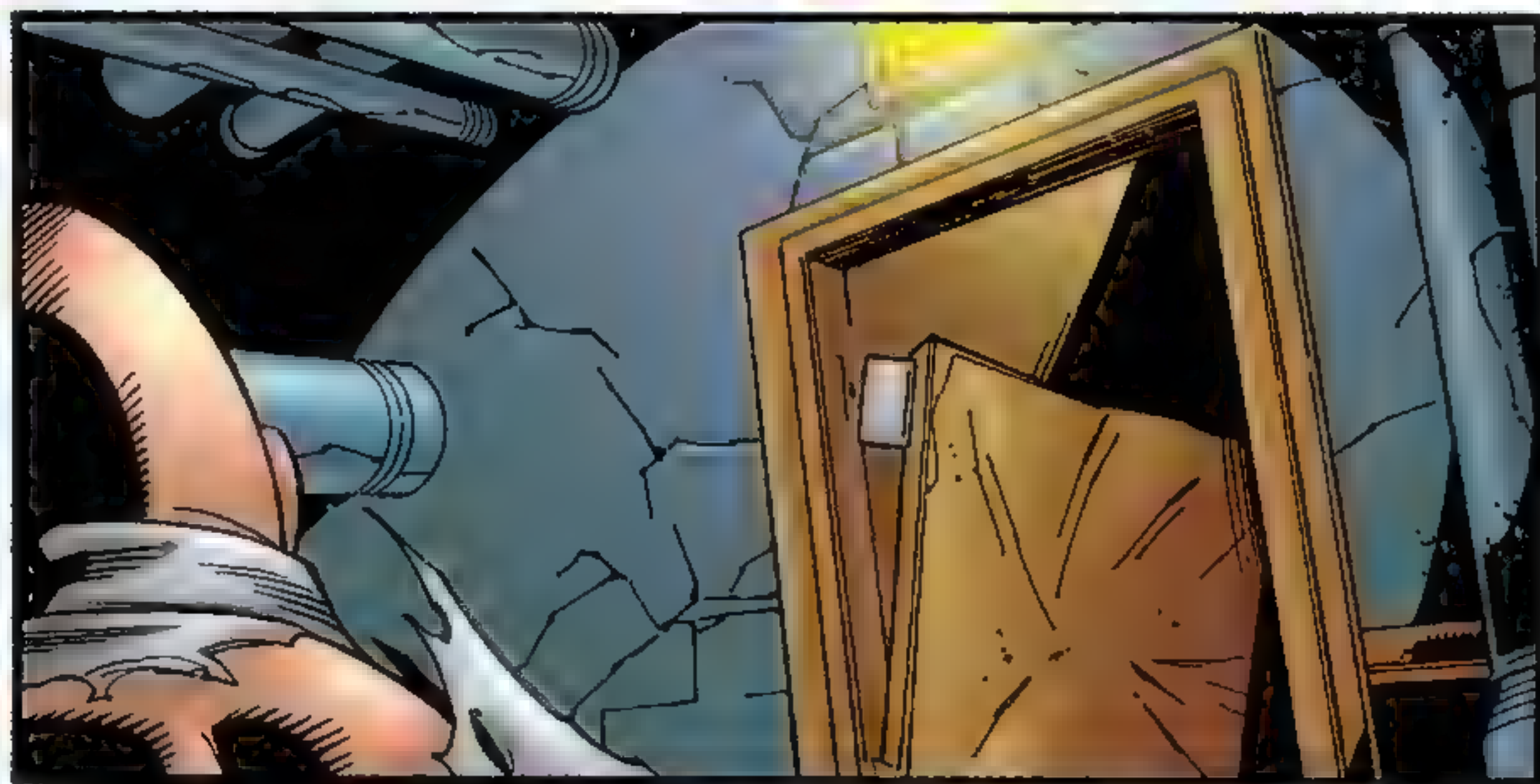
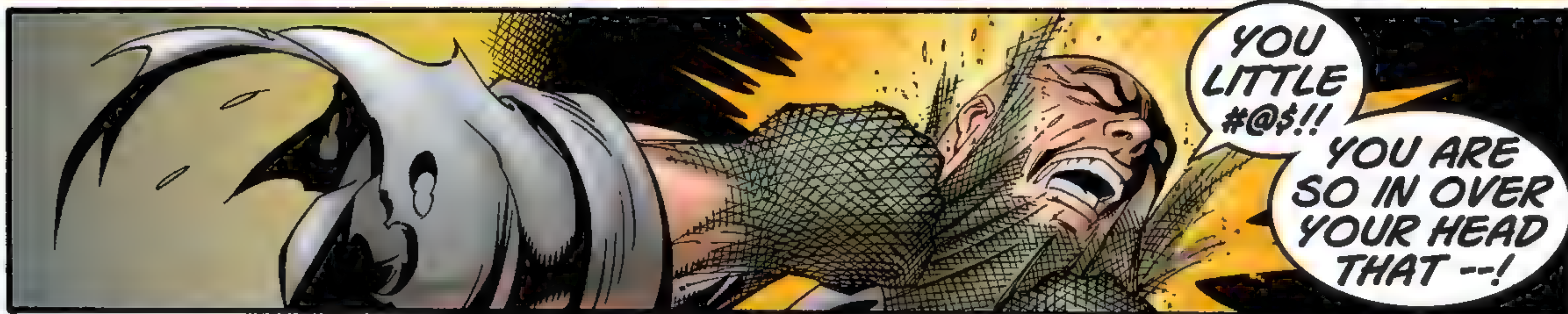
I HAVE  
SOMETHING SO  
MUCH BETTER  
PLANNED.

AARRGGHH!  
KILL  
YOU!

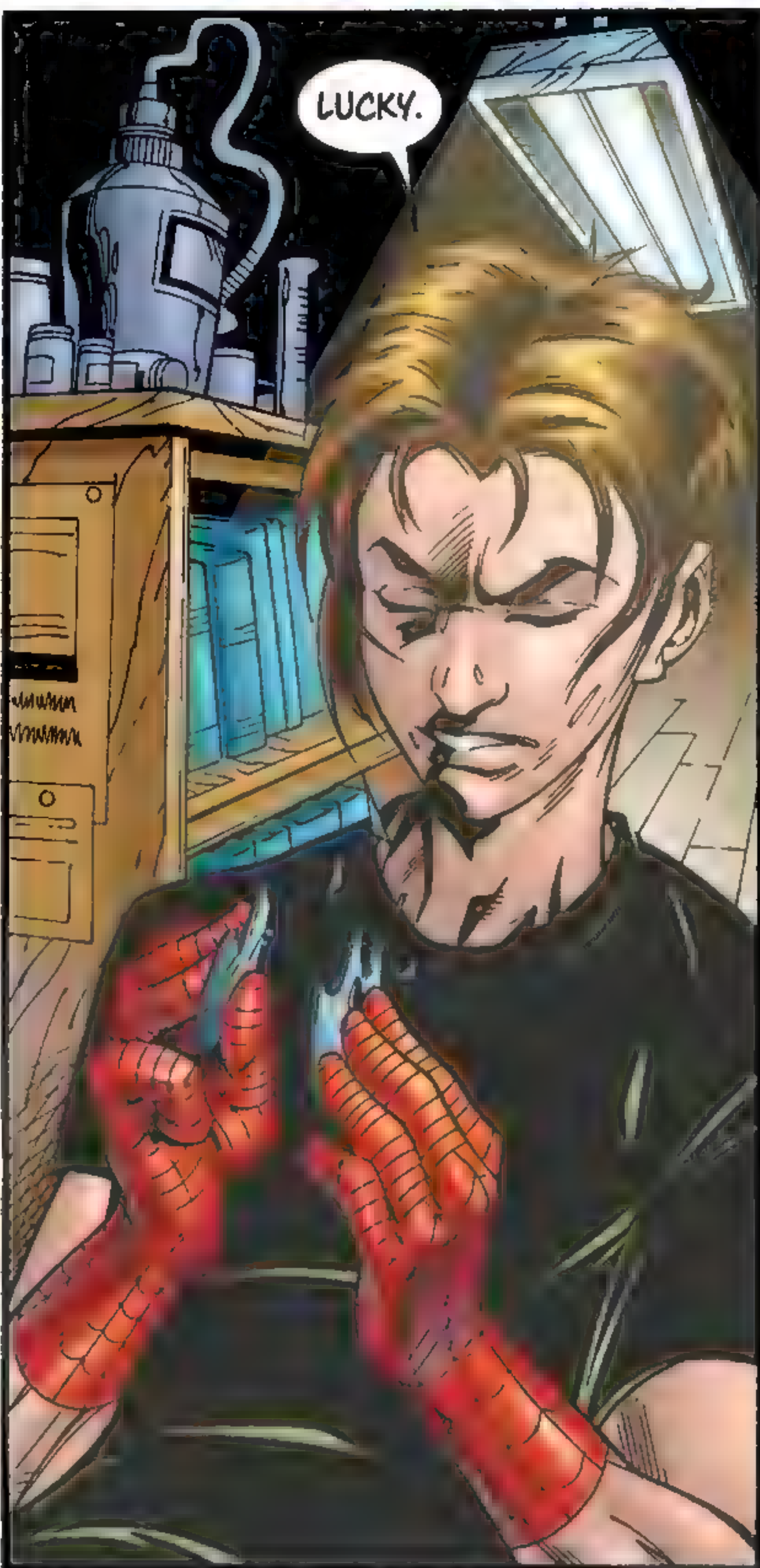
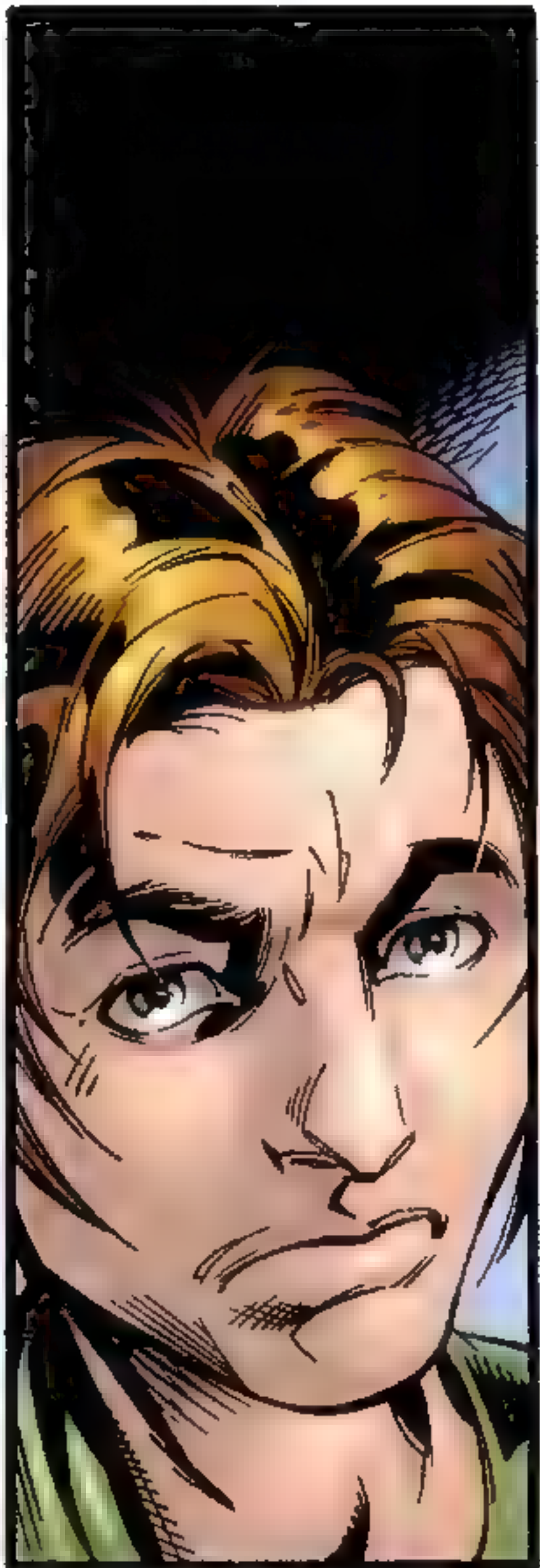
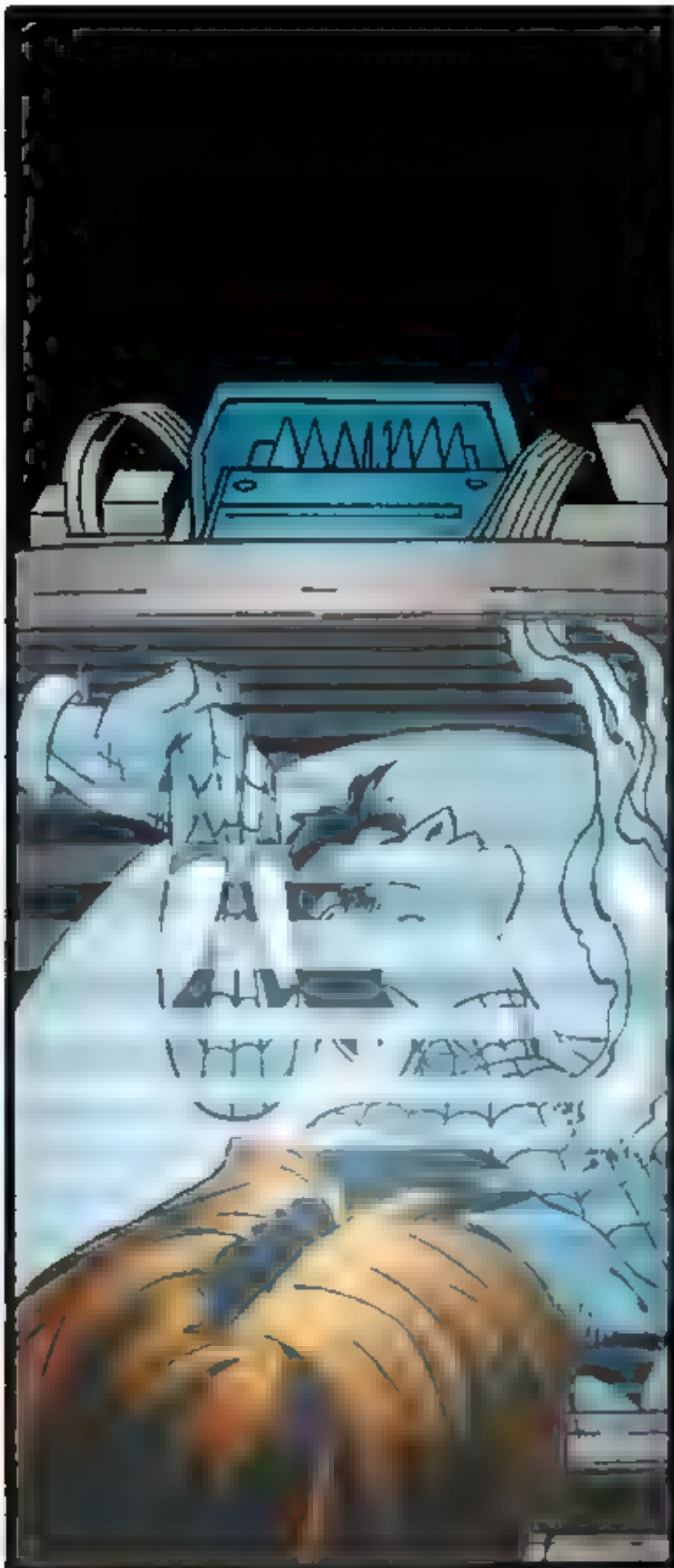


YOU  
LITTLE  
#@\$!!

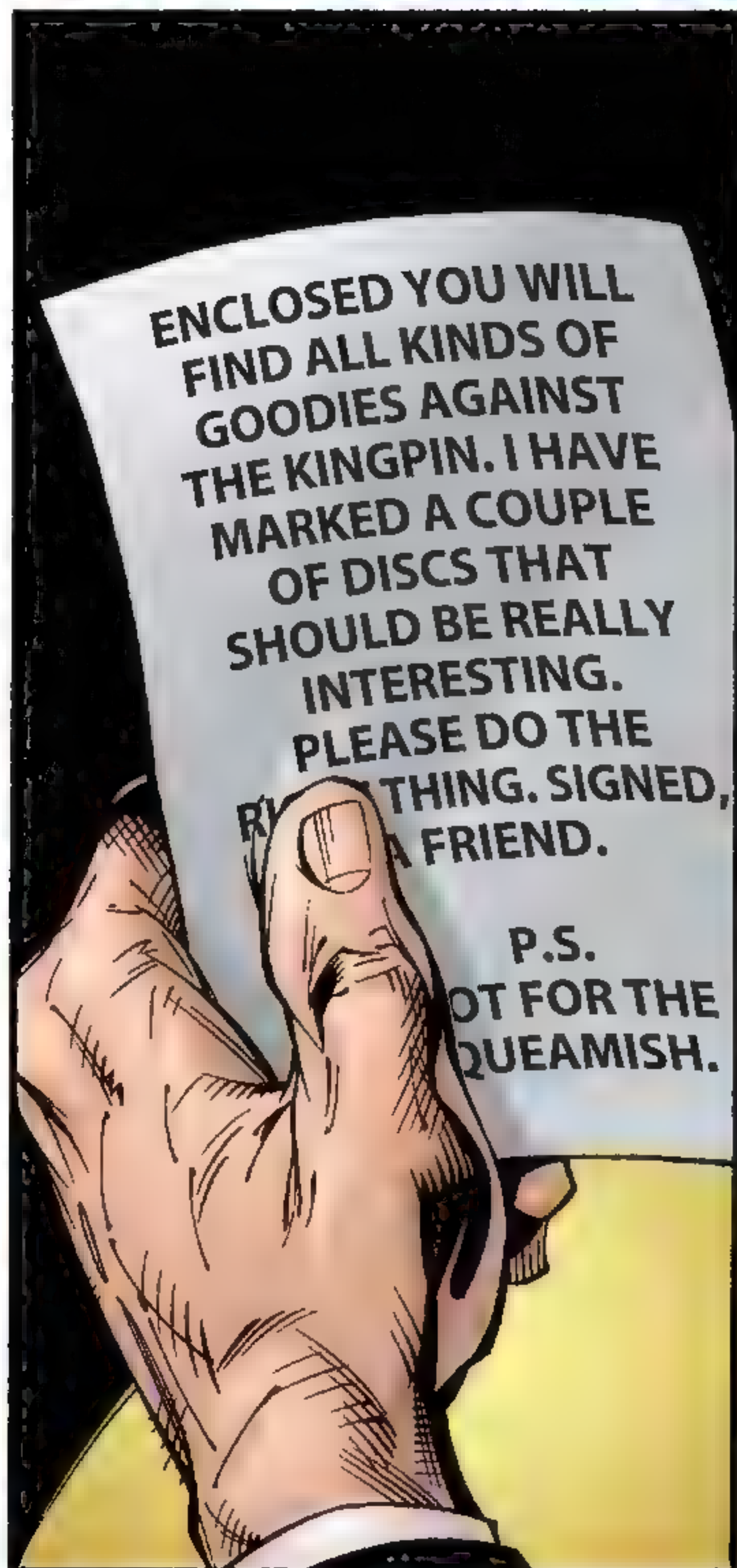
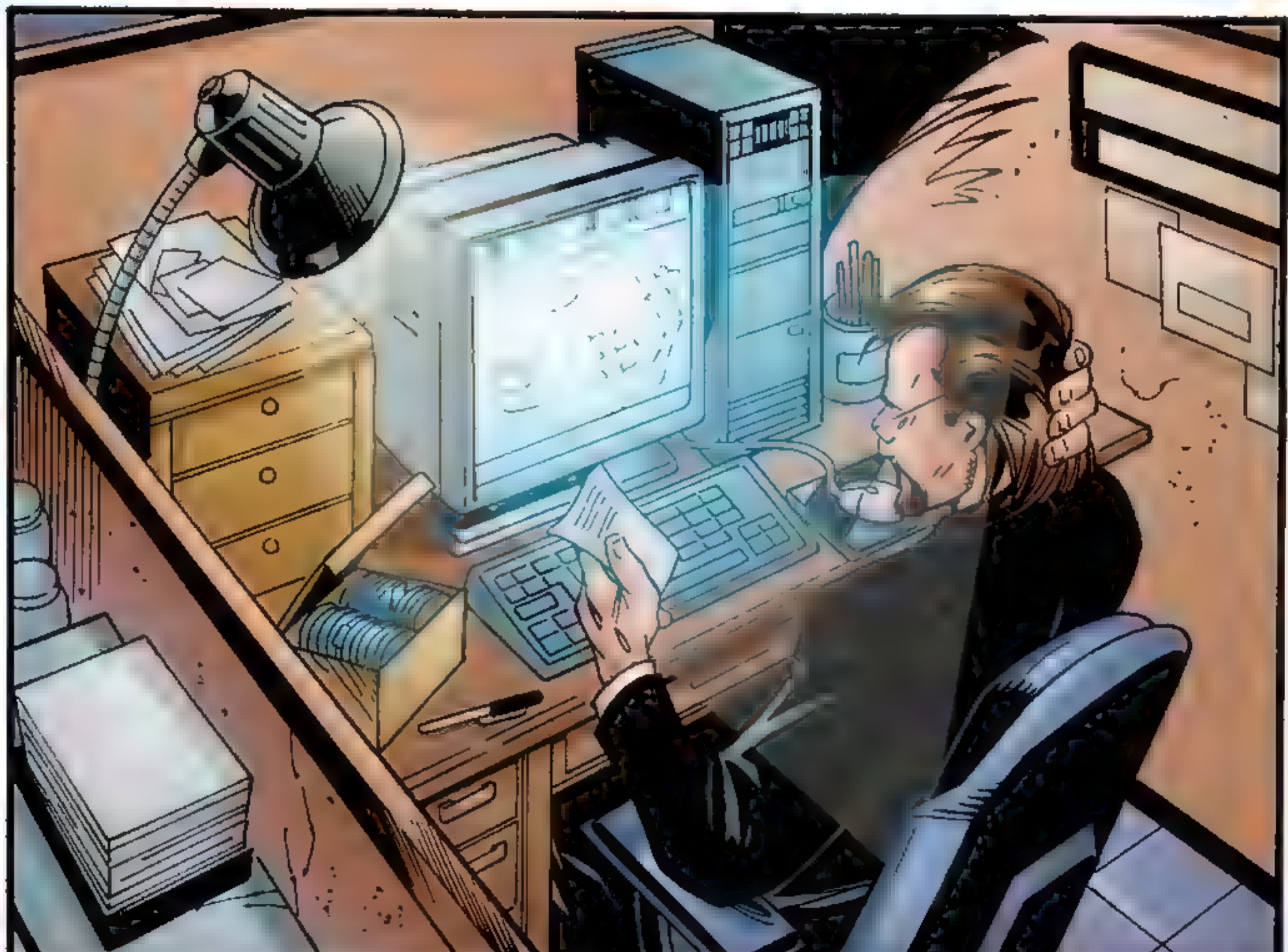
YOU ARE  
SO IN OVER  
YOUR HEAD  
THAT --!



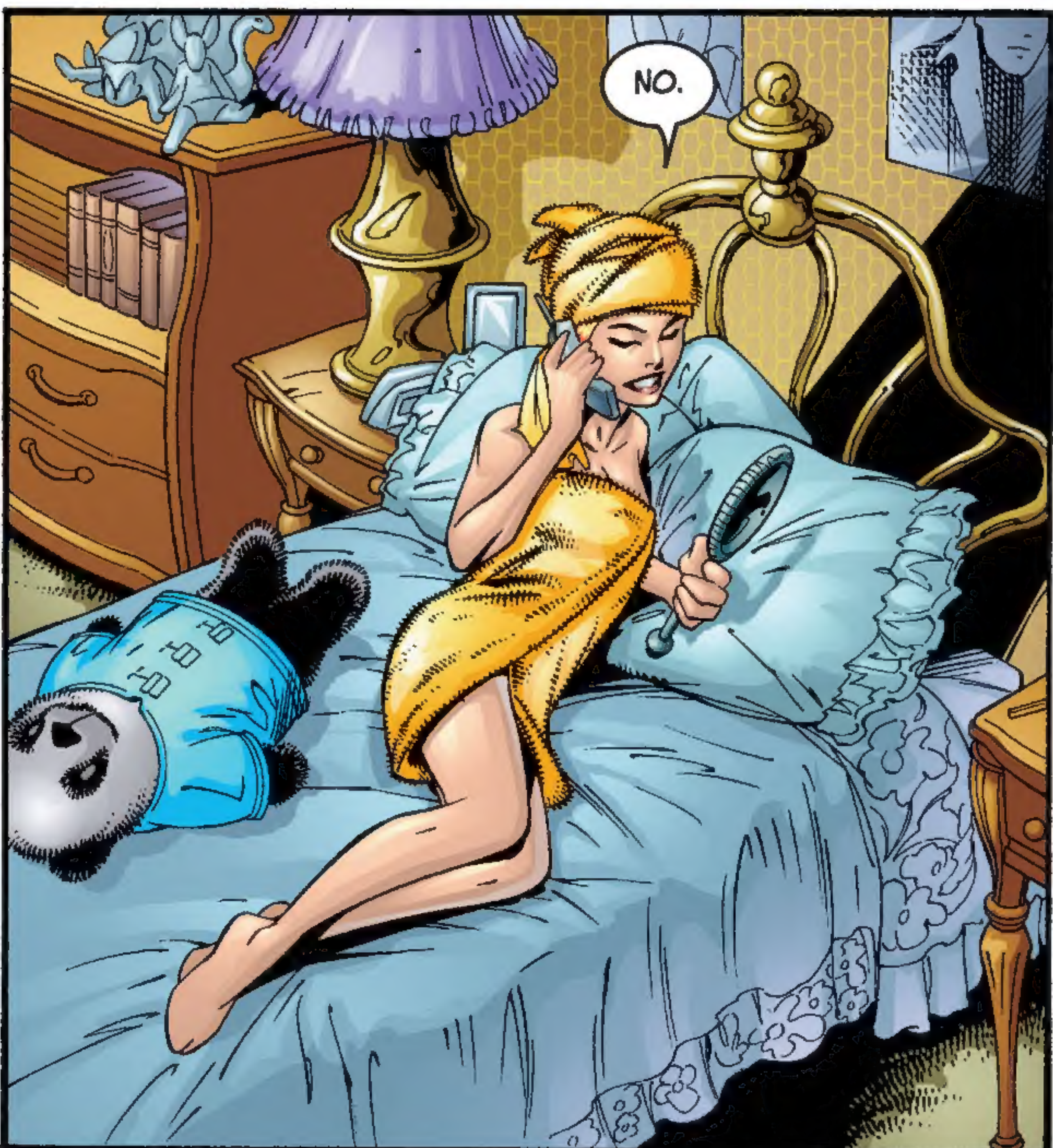
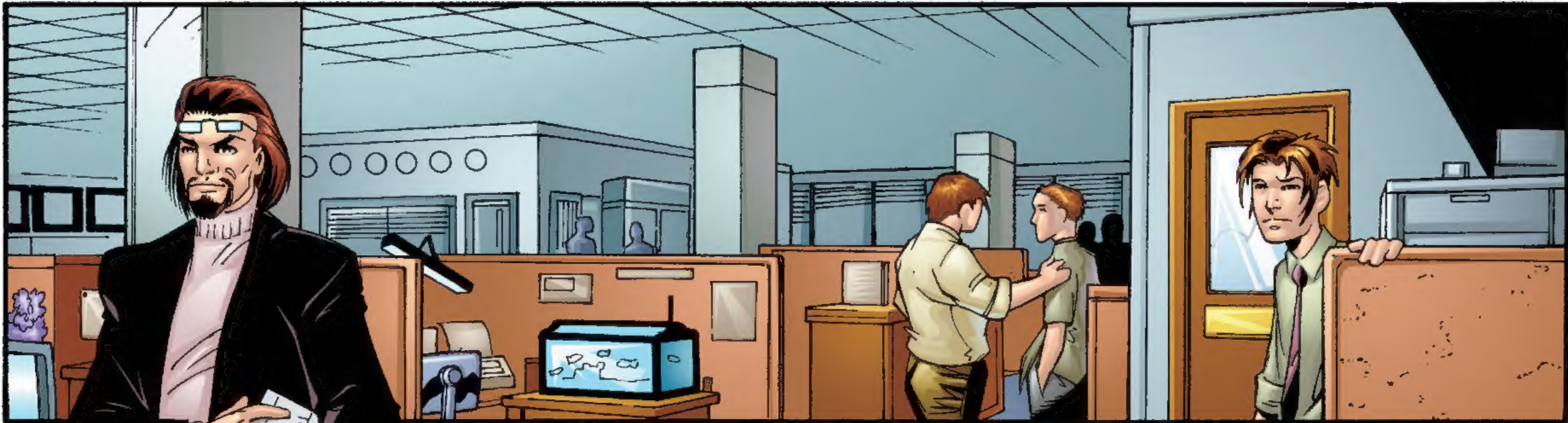




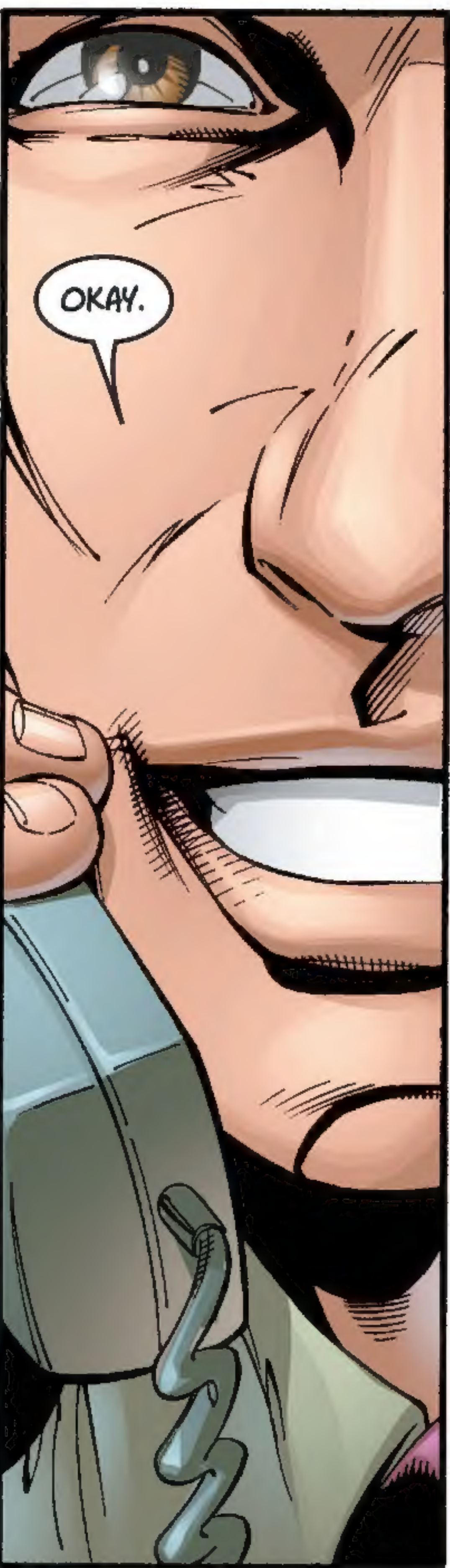
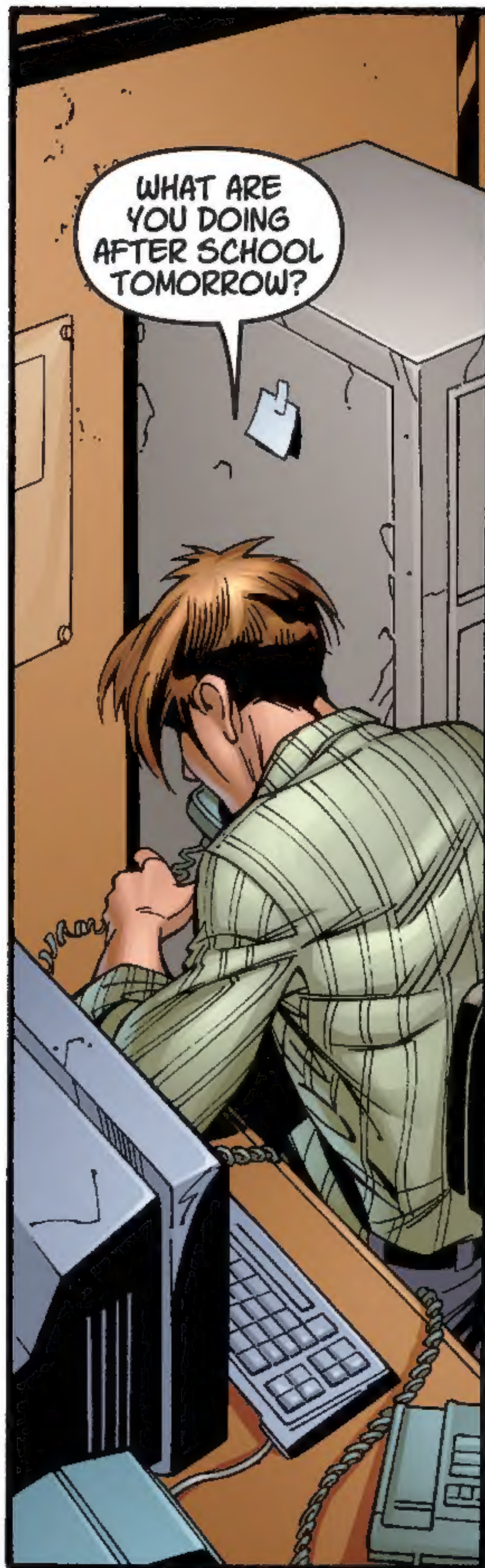




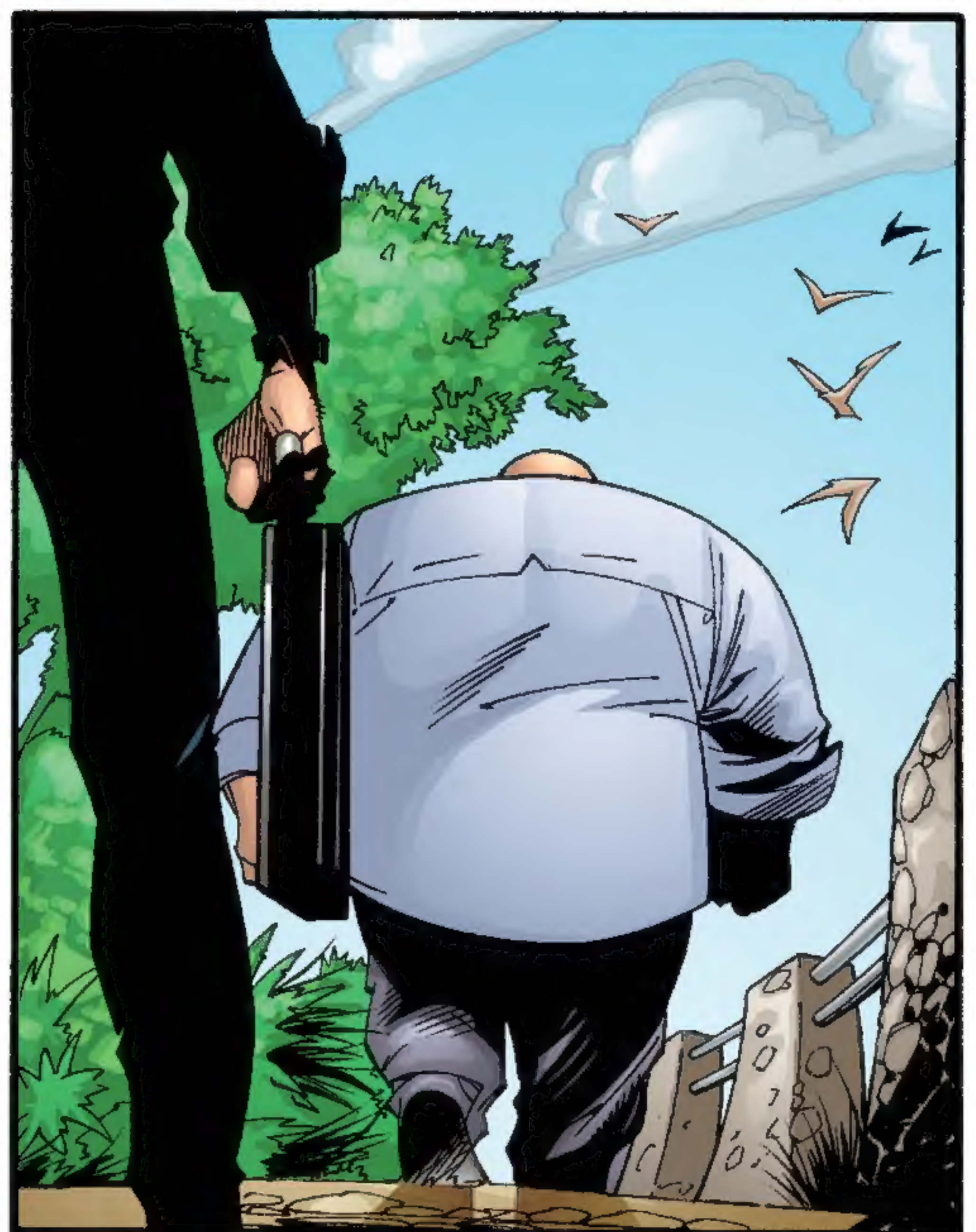
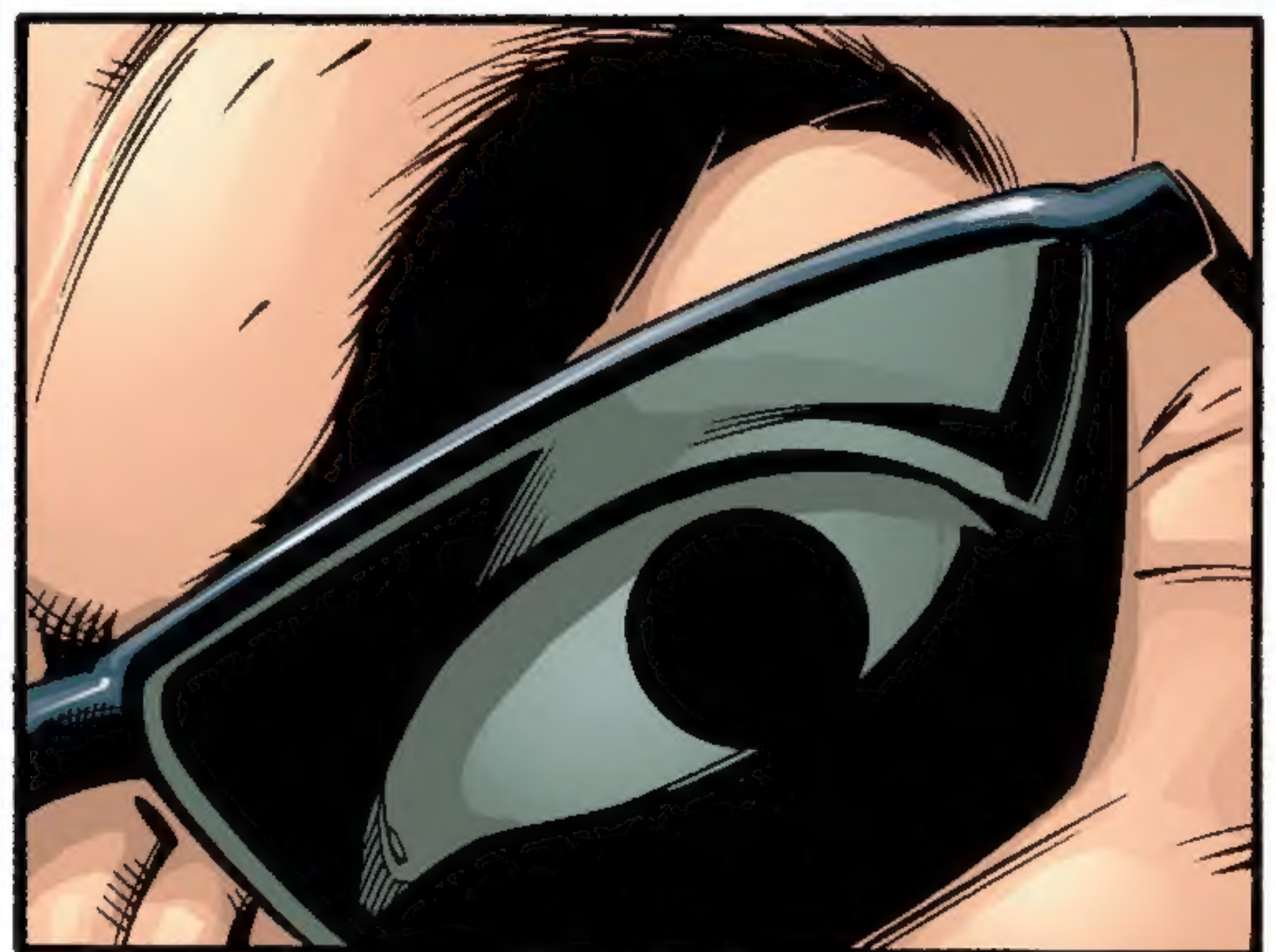
















SON OF

VITRUM